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## **Notice of Court ordered adjourned Scheme Meeting of Shareholders of OneVue Holdings Limited ACN 108 221 870**

Notice is given that, by an order of the Federal Court of Australia (**Court**), an adjourned meeting of Shareholders of OneVue Holdings Limited (**OneVue**) will be held virtually on Wednesday, 21 October 2020 at 10.30am (**Scheme Meeting**).

### **Business**

The purpose of the Scheme Meeting is to consider, and if thought fit, to approve a scheme of arrangement (with or without modification) (**Scheme**) between OneVue and the holders of ordinary shares in OneVue (**Scheme Shareholders**) as at Monday, 2 November 2020 (**Record Date**) under part 5.1 *Corporations Act 2001* (Cth) (**Corporations Act**).

To assist you in making an informed voting decision, further information on the Scheme is set out in the Scheme Booklet dated 4 September 2020 and Supplementary Scheme Booklet available with this notice. A copy of the Scheme is at Annexure C to the Scheme Booklet and its purpose and effect is explained throughout that document.

Terms used in this notice have the same meaning as set out in the glossary of the Scheme Booklet.

### **Scheme Resolution**

To consider and, if thought fit, to pass the following resolution (**Scheme Resolution**):

*That, under section 411 Corporations Act, the Scheme proposed to be entered into between OneVue and holders of its fully paid ordinary shares is approved and the board of directors of OneVue is authorised to agree to those modifications or conditions which are thought appropriate by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any of those modifications or conditions.*

There are no voting exclusions that apply to the above resolution.

The Scheme is subject to the approval of the Court under section 411(4)(b) Corporations Act.

OneVue intends to apply to the Court for approval of the Scheme, subject to this resolution being passed by the requisite majorities at the Scheme Meeting.

### **Requisite majority**

Under section 411(4)(a)(ii) Corporations Act, the above resolution must be passed by a majority in numbers of holders of OneVue Shares present and voting (either in person or by proxy, attorney or corporate representative) and representing at least 75% of the votes cast on the resolution (either in person or by proxy, attorney or corporate representative). The vote will be conducted by poll.

### **Court approval**

The Scheme (with or without modification) is subject to the approval of the Federal Court of Australia.

### **Board comment and recommendations**

For the reasons set out in the Scheme Booklet, the OneVue Board continues to unanimously recommend that Scheme Shareholders vote in favour of the Scheme Resolution in the absence of a Superior Proposal,

and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of OneVue Shareholders.

**Arrangements for the Scheme Meeting**

In light of the COVID-19 outbreak and following guidance from the State and Federal Governments, the Scheme Meeting will be held virtually. There will not be a physical meeting where OneVue Shareholders can attend. OneVue Shareholders are provided with various alternatives to participate in the virtual Scheme Meeting, including the ability to ask questions online or listen to the meeting via conference call as follows:

<p><b>Watch and participate online</b></p> <p>Scheme Shareholders can watch and participate in the Scheme Meeting virtually online via the online platform by using:</p> <ul style="list-style-type: none"><li>• <b>a web-browser</b> at <a href="https://web.lumiagm.com">https://web.lumiagm.com</a> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.</li><li>• <b>the Lumi AGM App</b> by downloading the Lumi AGM App through Play Store (Android) or Apple Store (Apple users).</li></ul> <p>Please refer to the user guide on OneVue’s website at <a href="https://onevue.com.au/investor-centre/shareholder-meetings/">https://onevue.com.au/investor-centre/shareholder-meetings/</a> or by logging into <a href="http://www.investorvote.com.au/ovh">www.investorvote.com.au/ovh</a>.</p> <p><b>The meeting ID</b> for the Scheme Meeting is: 362-426-563</p> <p><b>Your username</b> is your SRN/HIN</p> <p><b>Your password</b> which is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.</p> <p>Participation at the Scheme Meeting online enables Scheme Shareholders to view the Scheme Meeting live, ask questions and cast votes at the appropriate times during the Scheme Meeting.</p>	<p><b>Dial in conference call</b></p> <p>Scheme Shareholders can dial in to the Scheme Meeting by conference call and will be able to listen to the Scheme Meeting.</p> <p>You will be able to ask questions but not cast votes on the conference call. You can vote by following the instructions set out in the ‘How to Vote’ section of the Scheme Booklet. Shareholders must register for the conference call using this link <a href="https://s1.conf.com/diamondpass/10009641-invite.html">https://s1.conf.com/diamondpass/10009641-invite.html</a>.</p> <p>Please refer to the conference call instructions available at <a href="https://onevue.com.au/investor-centre/shareholder-meetings/">https://onevue.com.au/investor-centre/shareholder-meetings/</a> or by logging into <a href="http://www.investorvote.com.au/ovh">www.investorvote.com.au/ovh</a>.</p>
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By order of the Court and the Board of OneVue Holdings Limited.

Dated: 1 October 2020

A handwritten signature in black ink, appearing to read 'AF', with a horizontal line underneath.

**Ashley Fenton**  
Company Secretary

## Explanatory Notes

These notes should be read in conjunction with this Notice of adjourned Scheme Meeting, the Scheme Booklet and the Supplementary Scheme Booklet. The purpose of these notes is to provide information to OneVue Shareholders in deciding whether or not to pass the resolution set out in the Notice of adjourned Scheme Meeting.

### Terminology

Capitalised terms which are defined in the constitution of OneVue or in the Scheme Booklet have the same meaning when used in this notice (included these notes) unless the context requires otherwise.

### Quorum

The constitution of OneVue provides that the quorum for a meeting of OneVue is two members.

### Chairman

**The Court has directed that Mr Garry Wayling act as Chairman of the adjourned Scheme Meeting or, failing him, Mr Ron Dewhurst.**

### Majority Required

In accordance with section 411(4)(a)(ii) of the Corporations Act, the Resolution contained in this Notice of adjourned Scheme Meeting must be passed by:

- a majority in number of the Scheme Shareholders in the company present and voting (either in person or by proxy, attorney or corporate representative) at the Scheme Meeting; and
- at least 75% of the votes cast on the Resolution at the Scheme Meeting.

### Voting entitlement

OneVue Shares will be taken to be held by the persons who are the registered holders at 7.00pm on Monday, 19 October 2020. All OneVue Shareholders at that time are entitled to vote at the Scheme Meeting.

### How to vote

OneVue Shareholders entitled to vote at the Scheme Meeting can vote by **proxy** or vote if attending the meeting **online**.

In light of the COVID-19 outbreak and following guidance from the State and Federal Governments, the Scheme Meeting will be held virtually. There will not be a physical meeting where OneVue Shareholders can attend. OneVue Shareholders are provided with various alternatives to participate in the virtual Scheme Meeting and voting.

### Voting by proxy

For a proxy vote to be effective, the proxy must be lodged or received by Computershare Investor Services Pty Limited (**Computershare**), OneVue's share registry of OneVue no later than 10.30am (Sydney time) on Monday, 19 October 2020. Proxies must be received before that time by one of the following methods:

**By post:** Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

**By facsimile:** 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside of Australia)  
Computershare Investor Services Pty Limited

**Online (prior to proxy close date 10.30am 19 October 2020):**

[www.investorvote.com.au/ovh](http://www.investorvote.com.au/ovh) (for Shareholders)

[www.intermediaryonline.com](http://www.intermediaryonline.com) (Intermediary Online subscribers only)

A Proxy Form must be received in the manner stipulated above. OneVue reserves the right to declare invalid any proxy not received in this manner.

- 1 If you are unable to attend the meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.
- 2 You may appoint a proxy by lodging a proxy form online or completing the proxy form that has been provided to OneVue Shareholders.
- 3 The proxy need not be a OneVue Shareholder.
- 4 You or your attorney must sign the proxy forms if lodging the proxy by post or facsimile.
- 5 You can direct your proxy how to vote by following the instructions on the proxy form. Any directed proxies that are not voted on a poll at the meeting by a Shareholder's appointed proxy will automatically default to the Chair of the meeting, who is required to vote proxies as directed on a poll.
- 6 If the Chair of the meeting is appointed as your proxy (or is appointed your proxy by default), he can be directed how to vote by ticking the relevant boxes next to the Scheme Resolution on the proxy form (i.e. 'for', 'against' or 'abstain').
- 7 The Chair of the meeting intends to vote all undirected proxies in favour of the Scheme Resolution.
- 8 If you hold OneVue Shares jointly with one or more other persons, in order for your proxy appointment to be valid, all of the Shareholders should sign the proxy form.
- 9 Your appointment of a proxy does not preclude you from attending in person, revoking the proxy and voting at the Scheme Meeting.
- 10 For corporations, the proxy form lodged by post or facsimile must be signed by two directors or by a director and a secretary or, for a proprietary company that has a sole director who is also the sole secretary, by that director, or by its attorney or duly authorised officer.
- 11 Alternatively, the relevant authority (e.g. in the case of proxy forms signed by an attorney, the power of attorney) must be lodged with Computershare prior to or with proxy form. Please contact Computershare on how to lodge the authority or power of attorney on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) (outside Australia) on Business Days between 9 am to 5pm.

- 12 A OneVue Shareholder entitled to cast two or more votes may appoint two proxies to attend and vote for them. If you want to appoint two proxies, an additional proxy form will be supplied by Computershare on request. If two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. Otherwise each proxy may exercise half of the votes.
- 13 The duly signed proxy form and the original or a certified copy of any relevant authority (if not lodged previously with Computershare must be received by Computershare no later than 10.30am Monday, 19 October 2020 Proxy forms received by Computershare after this time and date will not be valid.

**Voting after 19 October 2020:**

**Vote online at the Scheme meeting:** via <https://web.lumiagm.com> or via the Lumi AGM App (see below).

How to attend and vote online:

<b>Watch and participate online</b>	<b>Dial in conference call</b>
Scheme Shareholders can watch and participate in the Scheme Meeting virtually online via the online platform by using:	Scheme Shareholders can dial in to the Scheme Meeting by conference call and will be able to listen to the Scheme Meeting.
<ul style="list-style-type: none"> <li>• <b>a web-browser</b> at <a href="https://web.lumiagm.com">https://web.lumiagm.com</a> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.</li> <li>• <b>the Lumi AGM App</b> by downloading the Lumi AGM App through Play Store (Android) or Apple Store (Apple users).</li> </ul>	<p>You will be able to ask questions but not cast votes on the conference call. You can vote by following the instructions set out in the 'How to Vote' section of the Scheme Booklet. Shareholders must register for the conference call using this link <a href="https://s1.c-conf.com/diamondpass/10009641-invite.html">https://s1.c-conf.com/diamondpass/10009641-invite.html</a>.</p>
Please refer to the user guide on OneVue's website at <a href="https://onevue.com.au/investor-centre/shareholder-meetings/">https://onevue.com.au/investor-centre/shareholder-meetings/</a> or by logging into <a href="http://www.investorvote.com.au/ovh">www.investorvote.com.au/ovh</a> .	Please refer to the conference call instructions available at <a href="https://onevue.com.au/investor-centre/shareholder-meetings/">https://onevue.com.au/investor-centre/shareholder-meetings/</a> or by logging into <a href="http://www.investorvote.com.au/ovh">www.investorvote.com.au/ovh</a> .
<b>The meeting ID</b> for the Scheme Meeting is: 362-426-563	
<b>Your username</b> is your SRN/HIN	
<b>Your password</b> which is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.	
Participation at the Scheme Meeting online enables Scheme Shareholders to view the Scheme Meeting live, ask questions and cast votes at the appropriate times during the Scheme Meeting.	

**Joint holdings**

If you hold OneVue Shares jointly with one or more other person, only one of you may vote. If more than one of you attempts to vote in person at the meeting, only the vote of the holder whose name appears first on the OneVue Share Register will be counted.

**Advertisement**

Where this Notice of Scheme of Meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone entitled to attend the meeting from ASX's website (<https://www.asx.com.au/asx/share-price-research/company/OVH>) or OneVue's website at <https://onevue.com.au/investor-centre/shareholder-meetings/>.

**Court Approval**

If the Resolution contained in this Notice of adjourned Scheme Meeting is approved at the adjourned Scheme Meeting by the requisite majorities, the implementation of the Scheme (with or without modification) will be subject to (among other things) the subsequent approval of the Scheme by the Court.